SEC 1972 (6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently. control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a lo federal exemption. Conversely, failure to file the appropriate federa not result in a loss of an available state exemption state exemption such exemption is predicated on the filing of a federal notice.



OMB APPROVAL

OMB Number: 3235-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| | Expires: May 31, 2002 |
|---|--------------------------|
| | Estimated average burden |
| | hours per response |
| | SEC USE ONLY |
| | |
| Prefix | Serial |
| *************************************** | RECEIVED |

Section 4(6)

0076

| Name of Offering (ch | eck if this is | an amendmer | nt and name | e has |
|----------------------|----------------|-------------|-------------|-------|
| changed, and indicat | e change.) | | | |
| | | | | |

Series A Preferred Stock Financing

Filing Under (Check box(es) that

[] Rule 504

[] Rule 505 [X] Rule 506

ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate opange.) Dynamic Payment Ventures, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including

4975 Preston Park Blvd., Suite 660, Plano, Texas 75093 Phone: (800)343-7322

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as above.

Brief Description of Business

Supplier of payment processing services and loyalty programs to the restaurant industry.

Type of Business Organization

[X] corporation

[] limited partnership, already formed

[] other (please specify):

[] business trust

[] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization:

March 2005

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [] | Promoter [] | Beneficial [] Owner | Executive Officer | [X] Director [] | General and/o Managing Partner |
|---|----------------------------------|---------------|---|--|--|--|
| Full Name (Last name Christopher Hemme | , | f individual) | TTO CHARGE PROPERTY AND THE TOTAL PROPERTY AND AN ARREST AS A STATE OF THE CHARGE AS A STATE OF THE CHARGE AS | NALWAWA WALLOW CONTROL | en e | |
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Business or Residence Address (Number and Street, City, State, Zip Code) 4975 Preston Park Blvd., Suite 660, Plano, Texas 75093

| Check Box(es) that Apply: | | Promoter [|] Beneficial Owner | | Executive Officer | [X] Directo | r [] | General and/or Managing Partner |
|--|----------|----------------|--|--|--|--|---|--|
| Full Name (Last name Fedele Bauccio | e first, | if individual) | MENYA MENYA TIPOTENINYA MWANIMININYA MPINYA | | gos, en emmondareta de nos en consenios en esta esta esta esta esta esta esta esta | eductific geographic and the authorities the contraction of the second section of the sectio | 2880 sporrograms van en | and a septimization of the section o |
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| Check Box(es) that Apply: | [] | Promoter [] | Beneficial Owner | [] | Executive Officer | [X] Directo | r [] | General and/or Managing Partner |
| Full Name (Last name Micah Broude | e first, | if individual) | | | WANTED CONTROL OF THE | men Maria, appearance and accomment of the color color and activative and activative and activative of the color | ************************************** | |
| Business or Residence 176 28th Avenue, Sa | | | | City, S | tate, Zip Cod | le) | *************************************** | |
| Check Box(es) that Apply: | [] | Promoter [] | Beneficial Owner | [X] | Executive Officer | [] Director | [] | General and/or Managing Partner |
| Full Name (Last name Sam Caine | e first, | if individual) | orazionen a a renen uenta in constitui e e e e e e e e e e e e e e e e e e e | oreces conserversessors, as | aur augus an meille eine eine eine eine eine eine eine | entre se a en consciona en traba da manha mentra cama de la comisión de la comisi | | n in g die erd ooggeend verde en een de de de verde voor de de verde gegen van de verde gegen van de verde de v |
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| Full Name (Last name Dynamic Payment V | | | and the state of t | | | | Anna ann an Airmean Air | ngan dan dan dan dan dan dan dan dan dan d |
| Business or Residence 4975 Preston Park B | | | | | tate, Zip Cod | | ocie, un sim en sen ten ten en c | entiferrisadian kamelong perfirm e.u. u. ke kur kilalapend |
| Check Box(es) that Apply: | [] | Promoter [X] | Beneficial Owner | | Executive Officer | [] Director | . [] | General and/o Managing Partner |
| Full Name (Last name Catamount Ventures | | | delegenda construir de la marchina de la marchina de la marchina de la marchina de marchina de marchina de la marchina del marchina de la marchina del la marchina del marchina de la marchina de la marchina de la marchina del marchina d | under van voor de general yd Ydreger | annann na na na na 19 g g ngagabananna da ang natit d mama | A NEW YORK STATES AND | tagyan makalin yangi Mikalikow | un kalalanga, anga ding gapa kadhahkangilan nunun segara manan |
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| Full Name (Last name Geolo Investment G | | | | ************************************** | | en, en consistence en | essence en accident and female | and the second s |
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| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in th offering? Answer also in Appendix, Column 2, if filling under ULOE. What is the minimum investment that will be accepted from any | | | | | | | | s in this | Yes [] | No [X] | | |
| | at is the r ual? | | | ient that | will be a | iccepted | from an | у | | | \$66,666 | .24 |
| 3. Doe | s the offe | ering per | rmit joint | ownersh | nip of a s | single un | it? | | | | Yes [X] | No [] |
| directly in conrassocia state of listed a information of the contract of the c | 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be isted are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) N/A | | | | | | | | | L I | | |
| Busine | ss or Re | sidence | Address | s (Numbe | er and S | treet, Cit | y, State, | Zip Coc | le) | *************************************** | n en co chico co congos del colhid Annuale | eor source de la reconstruction de la reconstructio |
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| 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | от с него постоя в под предостивного под постоя | 40-a a a a a a a a a a a a a a a a a a a |
|--|--|---|
| Type of Security Debt Equity [] Common [X] Preferred Convertible Securities (including warrants) Partnership Interests | Aggregate Offering Price \$ \$2,600,000.94 | Amount Airead Sold \$ \$2,600,000.94 |
| Other (Specify). Total | \$\$ \$2,600,000.94 | \$\$ \$2,600,000.94 |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. | Number Investors 4 NONE | Aggregate Dollar Amount of Purchases \$2,600,000.94 \$0 |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 | Type of Security | Dollar Amount Sold |
| Regulation A Rule 504 Total | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and control the box to the left of the estimate. | e | |
|--|--|-----------------------------|
| Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Photocopies, Courier, Postage, Telephomiscellaneous. Total | one and | [] \$ |
| b. Enter the difference between the aggregate offering price given - Question 1 and total expenses furnished in response to Part C - difference is the "adjusted gross proceeds to the issuer." | | \$2,550,000.94 |
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes show the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set for response to Part C - Question 4.b above. | vn. If s th in | |
| | Payments to Officers, Directors, & Affiliates | Payments To Others |
| Salaries and fees | []\$ | []\$ |
| Purchase of real estate | []\$ | []\$ |
| Purchase, rental or leasing and installation of machinery | , | ι Ι Ψ |
| and equipment | []\$ | []\$ |
| Construction or leasing of plant buildings and facilities | []\$ | []\$ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer | , | |
| pursuant to a merger) | []\$ | []\$ |
| Repayment of indebtedness | [X]\$ <u>500,000.00</u> | []\$ |
| Working capital | []\$ | [X]\$ <u>2,050,000.94</u> |
| Other (specify): | []\$ | []\$ |
| | []\$ | []\$ |
| Column Totals | [X]\$ <u>500,000.00</u> | [X]\$ <u>2,050,000.94</u> |
| Total Payments Listed (column totals added) | | \$2,550,000.94 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

| Issuer (Print or Type) Dynamic Payment Ventures, Inc. | Signature | Date 9/14/05 |
|--|--|--------------|
| Name of Signer (Print or Type) Christopher Hemmeter | Title of Signer (Print or T Chief Executive Officer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| E. STATE SIGNATURE | | | | | | | |
|---|-----------|--------------------|--|--|--|--|--|
| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes [] | No [X] | | | | | |
| See Appendix, Column 5, for state response. | | | | | | | |

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) Dynamic Payment Ventures, Inc. | Signature | Date |
|--|---|----------|
| Name of Signer (Print or Type) Christopher Hemmeter | Title (Print or Type) Chief Executive Officer | <u> </u> |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | Intend to non-a investors | to sell ccredited s in State -Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State | | | | Type of investor and amount purchased in State (Part C-Item 2) Disqualificat under State (if yes, attal explanation waiver grant (Part E-Item | |
|-------|---------------------------------|--|--|--|--|--|--------|--|----|
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
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| 1 | Intend to non-a | to sell ccredited s in State -Item 1) | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | investor and chased in State | |
|-------|---|--|---|---|--|--|--------|------------------------------|----|
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | | No |
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| | 2 | | 3 | . 4 | | | | 5 Disqualification | |
| 1 | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
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